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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
03 JAN 13 PM 3:33

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Amend.

V SHEPARD JAN 16 2003



X.L. America, Inc.
Seaview House
70 Seaview Avenue
Stamford, CT 06902-6040
Tel: 203-964-5200
Fax: 203-964-0763
www.xlcapital.com

VIA EXPRESS MAIL

January 9, 2003

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: XL Specialty Insurance Company
Redomestication from Illinois to Delaware

Dear Sir or Madam:

Enclosed please find the following documents in connection with XL Specialty Insurance Company's redomestication to the State of Delaware.

- Fully Executed Profit Corporation – Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida form.
- Filing fee in the amount of \$35.00
- Certified copy of the amended Article of Incorporation, which effectuated the redomestication to Delaware.

Thank you for your assistance and if you have any further questions, please do not hesitate to contact me at (203) 964-5263 or you may correspond with me at the address on the top of this letterhead.

Sincerely,

Lynn Petilli
Compliance Analyst

Enclosures

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. XL Specialty Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of
3. 3/1/89 Date authorized to do business in Florida

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DIVISION OF CORPORATIONS
03 JAN 13 PM 3:33

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A
5. N/A
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Delaware
New Jurisdiction

Theresa M. Morgan
Signature

12/20/02
Date

Theresa M. Morgan
Typed or printed name

VP, Gen'l Counsel &
Title
Secretary

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware



841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

CERTIFIED CHARTER DOCUMENTS

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached corporate charter documents of the
X L SPECIALTY INSURANCE COMPANY,
consisting of a Certificate of Domestication, Certificate of Incorporation and Restated Certificate of Incorporation, as filed with the Delaware Secretary of State on September 6, 2002, are true and correct copies of the documents on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 13TH DAY OF NOVEMBER,
2002.

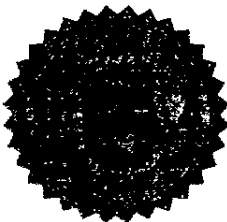
Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE,
DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE
OF INCORPORATION INCLUDING THE PROVISIONS OF THE ORIGINAL CERTIFICATE OF
INCORPORATION OF THE STATE OF ILLINOIS OF "XL SPECIALTY INSURANCE COMPANY",
FILED IN THIS OFFICE THE SIXTH DAY OF SEPTEMBER, A.D. 2002, AT THREE O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1977658

DATE: 09-11-02

3566902

020568189

09/06/2002 15:58

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS 043
FILED 03:00 PM 09/06/2002
020559583 - 3566902

**CERTIFICATE OF INCORPORATION
OF
XL SPECIALTY INSURANCE COMPANY**

XL Specialty Insurance Company (the "Corporation") was originally incorporated in the State of Illinois on November 14, 1979 under the name of Intercargo Insurance Company and this Certificate of Incorporation, as amended by all of the various amendments filed in Illinois prior to the date of this Certificate, which certificate becomes the Corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the Corporation's Certificate of Domestication to which it is an attachment.

FIRST

The name of the corporation is XL Specialty Insurance Company.

SECOND

The term of its existence shall be perpetual.

THIRD

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

FOURTH

The purpose for which the Corporation is formed is to issue contracts and policies of insurance as provided in Illinois Insurance Code, Section 4, Clauses (a), (b), (c), (d), (e), (f), (g), (h), (i), (j), and (k) of Class 2, and Clauses (a), (b), (c), (d), (e), (f), (g), and (h) of Class 3.

FIFTH

The number of Directors who shall manage the affairs of the Corporation is no less than three, and no more than twenty-one. Unless a director or officer shall resign, die or be removed prior thereto, each director or officer shall continue to hold office until the annual meeting of stockholders.

SIXTH

The annual meeting of the stockholders, for the election of directors and for the transaction of any other business as to which notice was given in the notice of such meeting, shall be held either (i) on the third Friday in May unless such day is a legal holiday, in which event the meeting shall be held on the next business day, or (ii) at such other time and date, not more than twelve months after the last preceding annual meeting, as the Board shall designate.

SEVENTH

The Corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an incorporator against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by the law of the State of Illinois. Expense incurred in defending a civil or criminal action, suit or proceeding to the extent, if any, authorized by the Board upon receipt of an undertaking by or on behalf of the incorporator to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

EIGHTH

The capital stock of the Corporation is of one class entitled "Common Stock" and consists of 500,000 shares of par value of Eight Dollars (\$8.00) each. The capital stock of this Corporation may be issued for cash, upon such conditions and terms as may be determined by the Board of Directors. The Board of Directors may sell stock for cash at such price or prices as it may from time to time determine. The stock shall be fully paid and non-assessable. There are no limitations on the Corporation's indebtedness. The number of stock presently issued and outstanding is 387,500

NINTH

The name and address of the Incorporator is Theresa M. Morgan, 70 Seaview Avenue, Stamford, CT 06902.

03 09 2002 15:59

09/06/2002

13:18

SKADDEN ARPS + 913026513017P031770

NO.043

NO.615

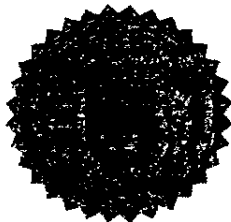
I, the undersigned, being the Secretary, Senior Vice President and General Counsel of the Corporation, as an officer of the Corporation and not in my personal capacity, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts stated herein are true and accordingly hereunto have set my hand and seal this 16 day of August 2002.

By: Theresa M. Morgan
Name: Theresa M. Morgan
Title: Secretary, Senior Vice President
and General Counsel

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE,
DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE
OF DOMESTICATION OF NONDELAWARE INSURANCE CORPORATION OF "XL SPECIALTY
INSURANCE COMPANY" FILED IN THIS OFFICE THE SIXTH DAY OF SEPTEMBER, A.D.
2002, AT THREE O'CLOCK P.M.



3566902

020568189

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1977657

DATE: 09-11-02

09/09/2002 15:59

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 09/06/2002 043
020559583 - 3566902

**CERTIFICATE OF DOMESTICATION
OF
XL SPECIALTY INSURANCE COMPANY**

WHEREAS, XL Specialty Insurance Company (the "Company") was originally incorporated in the State of Illinois on November 14, 1979, under the name Intercargo Insurance Company with a continuous date of incorporation of November 14, 1979, and has continued to actively conduct its business as an Illinois domiciled insurance corporation until the date of the filing of this certificate; and,

WHEREAS, the Company now desires to transfer its corporate domicile and its principal place of business from the State of Illinois to the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C. Sec. 4946, and,

WHEREAS, the Insurance Departments of the States of Delaware and Illinois have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Company from the State of Illinois to the State of Delaware; and,

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Domestication and the attached copy of the Company's Certificate of Incorporation.

NOW, THEREFORE Nicholas Mark Brown, Jr., President, and Theresa Marie Morgan, Secretary, Senior Vice President and General Counsel, of the Company do hereby certify as follows:

1. XL Specialty Insurance Company was originally incorporated as a corporation in the State of Illinois on November 14, 1979, under the name Intercargo Insurance Company with a continuous date of incorporation of November 14, 1979.

2. The current name of the Company is XL Specialty Insurance Company and this is the name set forth in its attached Certificate of Incorporation.

3. The Company's domicile and principal place of business has been the State of Illinois prior to filing this Certificate of Domestication, but will be located at 1209 Orange Street, Wilmington, DE 19081 after the filing of this Certificate

4. The Company shall be domesticated with the State of Delaware upon the filing of this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the Company shall be deemed to have commenced on the date the Company is considered to have commenced its existence in the State of Illinois which is November 14, 1979.

5. The domestication for the Company to Delaware shall not be deemed to affect any obligations or liabilities of the Company incurred prior to this domestication.

09/09/2002

15:59

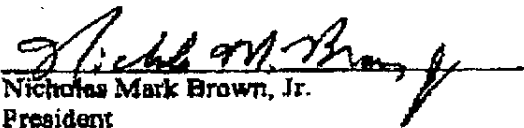
09/06/2002

13:18

SKADDEN ARPS + 913026513017P031770

NO. 043
NO. 615

XL SPECIALTY INSURANCE COMPANY

By: 

Nicholas Mark Brown, Jr.
President

Attested by: 

Theresa Marie Morgan,
Secretary, Senior Vice President and
General Counsel

[CORPORATE SEAL]

Dated: August 16, 2002

Delaware

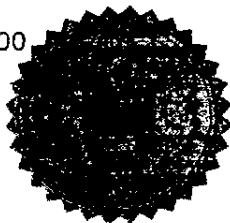
The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "XL SPECIALTY INSURANCE COMPANY", FILED IN THIS OFFICE ON THE SIXTH DAY OF SEPTEMBER, A.D. 2002, AT 3:01 O'CLOCK P.M.

3566902 8100

020578652



AUTHENTICATION: 1986615

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

09/17/02

11:50

SKADDEN APPS + TECH SUPPORT

STATE OF DELAWARE
SECRETARY OF STATE 065
DIVISION OF CORPORATIONS
FILED 03:01 PM 09/06/2002
020559577 - 3566902

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
XL SPECIALTY INSURANCE COMPANY**

XL Specialty Insurance Company, a Delaware corporation incorporated in Illinois on November 14, 1979 and whose Certificate of Incorporation and Domestication was filed in Delaware on September 6, 2002, pursuant to the July 15, 2002 Order confirming the Redomestication, which Redomestication shall be effective as of August 16, 2002 (the "Redomestication Effective Date"), does hereby amend and restate, pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, its Certificate of Incorporation to read in its entirety as set forth below:

FIRST: The name of the corporation is XL Specialty Insurance Company (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL") as applied to domestic stock insurance companies under Title 18 section 4903 of the Delaware Insurance Code and to issue contracts and policies of insurance as defined in Title 18 of the Delaware Insurance Code sections 903, 904, 905, 906, 907 and 910.

FOURTH: The capital stock of the corporation is of one class entitled "Common Stock" and consists of 500,000 shares of par value of Fifteen Dollars

(\$15.00) each. The capital stock of the Corporation may be issued for cash, upon such conditions and terms as may be determined by the Board of Directors. The Board of Directors may sell stock for cash at such price or process as it may from time to time determine. The stock shall be fully paid and non-assessable. There are no limitations on the Corporation's indebtedness. The number of stock presently issued and outstanding is 387,500.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to

acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are signed by the President and Corporate Secretary on the Redomestication Effective Date, this 16th day of August, 2002.

/s/ Nicholas M. Brown Jr.
Nicholas M. Brown Jr., President

/s/ Theresa M. Morgan
Theresa M. Morgan,
Secretary, Senior Vice President and
General Counsel